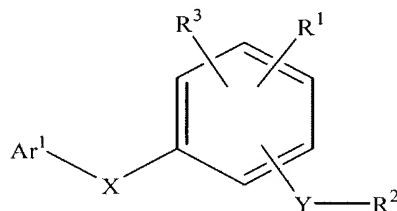


AMENDMENTS TO THE CLAIMS

Please amend the claims to read as follows:

Claim 1 (currently amended): A compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted phenyl or a substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of ~~(C₁-C₆)alkylene, (C₁-C₆)alkylenoxy, (C₁-C₆)alkylenamino, (C₁-C₆)alkylene-S(O)_k-, -O-, -C(O)-, -N(R¹¹)-, -N(R¹¹)C(O)-, -S(O)_k- and -CH₂-~~ a single bond,

wherein

~~R¹¹ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscript k is an integer of from 0 to 2;~~

Y is N(R¹²)-S(O)_m-,

wherein

~~R¹² is independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscripts m and n are independently integers of from 0 to 2;~~

R¹ is a member selected from the group consisting of hydrogen, (C₂-C₈)heteroalkyl, aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R¹⁷ is a member selected from the group consisting of (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

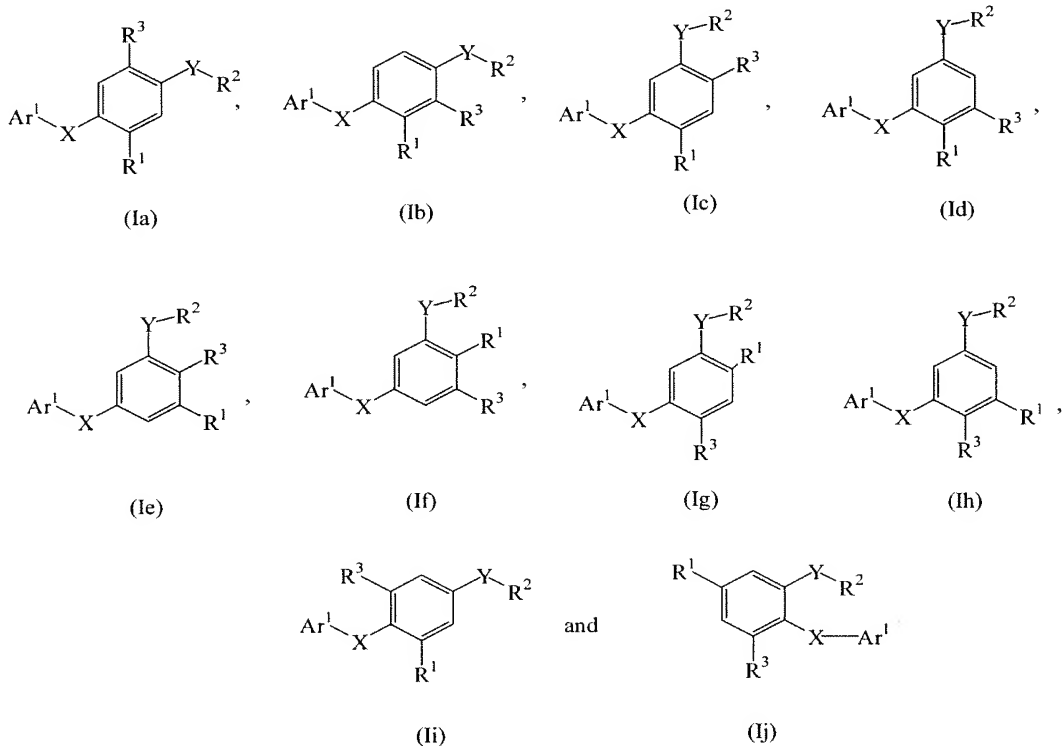
the subscript p is an integer of from 0 to 3; and

the subscript q is an integer of from 1 to 2; and
 R^2 is a substituted or unsubstituted aryl; and
 R^3 is a member selected from the group consisting of halogen, cyano, nitro and
 (C₁-C₈)alkoxy;
 or a pharmaceutically acceptable salt of the compound.

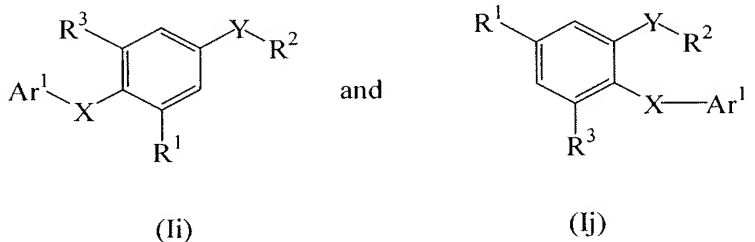
Claim 2 (previously presented): A compound of claim 1, wherein R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 3 (original): A compound of claim 2, wherein Ar^1 is a substituted or unsubstituted phenyl group.

Claim 4 (original): A compound of claim 3, represented by a formula selected from the group consisting of



Claim 5 (original): A compound of claim 3, represented by a formula selected from the group consisting of



Claim 6 (currently amended): A compound of claim 5, wherein

X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$, $-\text{O}-$, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;

wherein

~~R^{11} is a member selected from the group consisting of hydrogen and (C_1-C_8) alkyl;~~

Y is $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$,

wherein

R^{12} is a member selected from the group consisting of hydrogen and (C_1-C_8) alkyl;

R^1 is a member selected from the group consisting of hydrogen, halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-\text{C}(\text{O})\text{R}^{14}$, $-\text{CO}_2\text{R}^{14}$, $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{S}(\text{O})_p-\text{R}^{14}$, $-\text{S}(\text{O})_q-\text{NR}^{15}\text{R}^{16}$, $-\text{O}-\text{C}(\text{O})-\text{R}^{17}$, and $-\text{N}(\text{R}^{14})-\text{C}(\text{O})-\text{R}^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C_1-C_8) alkyl, hetero (C_1-C_8) alkyl, aryl and aryl (C_1-C_4) alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, (C_1-C_8) alkyl and (C_2-C_8) heteroalkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of hydrogen, (C_1-C_8) alkyl and (C_2-C_8) heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R^2 is a substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and (C_1-C_8) alkoxy.

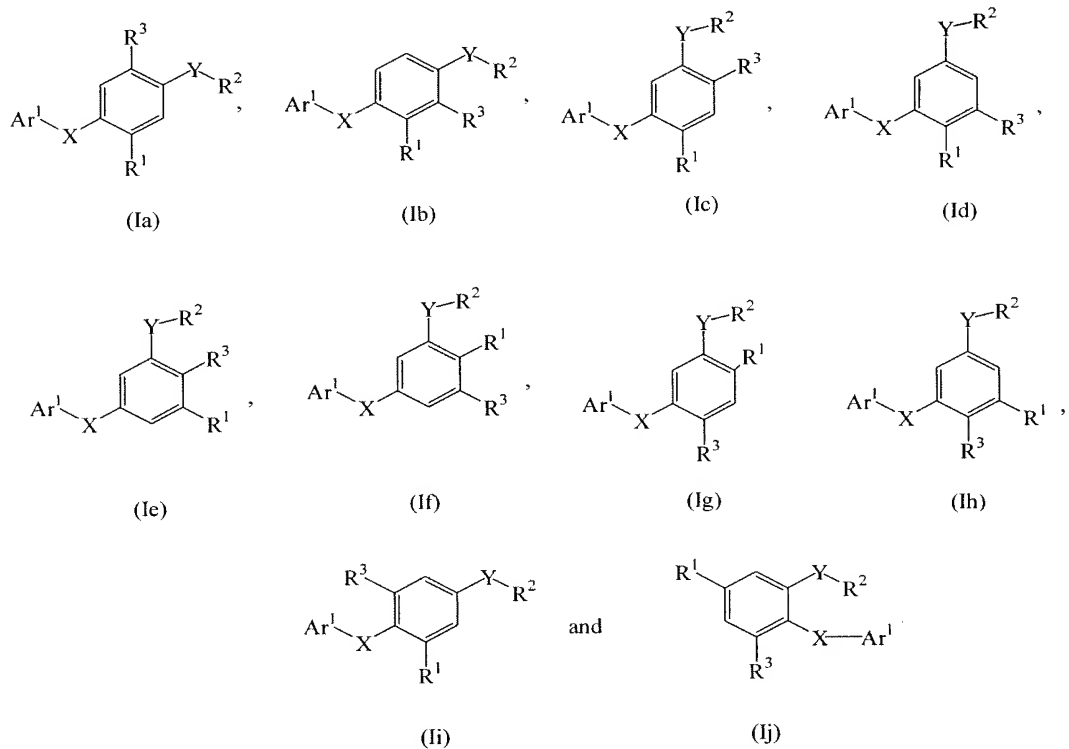
Claim 7 (currently amended): A compound of claim 6, wherein X is $-O-$, $-NH-$ or $-S-$; Y is $-NH-SO_2-$; R^1 is a member selected from the group consisting of halogen, $(C_1-C_8)alkyl$, $(C_2-C_8)heteroalkyl$, $(C_1-C_8)alkoxy$, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)alkyl$, $-C(O)-(C_1-C_8)alkyl$, $-CN$, $-CF_3$, $(C_1-C_8)alkyl$ and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 8 (previously presented): A compound of claim 7, wherein Ar^1 is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_6)alkyl$, $-CF_3$, $(C_1-C_8)alkyl$ and $-NO_2$; R^1 is a member selected from the group consisting of halogen, $(C_1-C_8)alkyl$, $(C_2-C_8)heteroalkyl$ and $(C_1-C_8)alkoxy$; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)alkyl$, $-C(O)-(C_1-C_8)alkyl$, $-CN$, $-CF_3$, $(C_1-C_8)alkyl$ and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

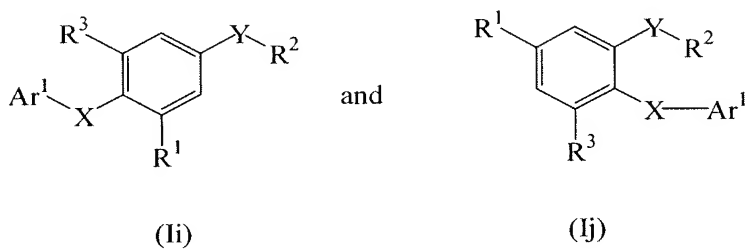
Claims 9 - 14 (canceled).

Claim 15 (original): A compound of claim 2, wherein Ar^1 is a substituted or unsubstituted naphthyl group.

Claim 16 (original): A compound of claim 15, represented by a formula selected from the group consisting of



Claim 17 (original): A compound of claim 16, represented by a formula selected from the group consisting of



Claim 18 (currently amended): A compound of claim 17, wherein

X is a divalent linkage selected from the group consisting of $-\text{CH}_2-$, $-\text{CH}(\text{CH}_3)-$,
 $-\text{O}-$, $-\text{C}(\text{O})-$, $-\text{N}(\text{R}^{11})-$ and $-\text{S}-$;

wherein

R^{11} is a member selected from the group consisting of hydrogen and (C₁-
C₈)alkyl;

Y is $-\text{N}(\text{R}^{12})-\text{S}(\text{O})_2-$,

wherein

R^{12} is a member selected from the group consisting of hydrogen and (C₁-
C₈)alkyl;

R^1 is a member selected from the group consisting of hydrogen, halogen, (C₁-
C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, $-\text{C}(\text{O})\text{R}^{14}$, $-\text{CO}_2\text{R}^{14}$,
 $-\text{C}(\text{O})\text{NR}^{15}\text{R}^{16}$, $-\text{S}(\text{O})_p-\text{R}^{14}$, $-\text{S}(\text{O})_q-\text{NR}^{15}\text{R}^{16}$, $-\text{O}-\text{C}(\text{O})-\text{R}^{17}$, and $-\text{N}(\text{R}^{14})-\text{C}(\text{O})-\text{R}^{17}$;

wherein

R^{14} is a member selected from the group consisting of hydrogen, (C₁-
C₈)alkyl, hetero(C₁-C₈)alkyl, aryl and aryl(C₁-C₄)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting
of hydrogen, (C₁-C₈)alkyl and (C₂-C₈)heteroalkyl, or taken together
with the nitrogen to which each is attached form a 5-, 6- or 7-
membered ring;

R^{17} is a member selected from the group consisting of hydrogen, (C₁-
C₈)alkyl and (C₂-C₈)heteroalkyl;

the subscript p is an integer of from 0 to 2; and

the subscript q is 2; and

R^2 is a substituted or unsubstituted phenyl; and

R^3 is a member selected from the group consisting of halogen and (C₁-C₈)alkoxy.

Claim 19 (currently amended): A compound of claim 18, wherein X is -O-, -NH- or -S-; Y is -NH-SO₂-; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴ and -S(O)_q-NR¹⁵R¹⁶; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 20 (original): A compound of claim 19, wherein Ar¹ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claims 21-54 (canceled).

Claim 55 (previously presented): A compound of claim 2, wherein R² is substituted phenyl.

Claim 56 (previously presented): A compound of claim 7, wherein X is -O-.

Claim 57 (previously presented): A compound of claim 7, wherein X is -S-.

Claim 58 (previously presented): A compound of claim 7, wherein the compound is of formula II.

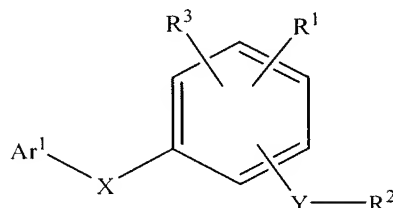
Claim 59 (previously presented): A compound of claim 15, wherein Ar¹ is unsubstituted naphthyl.

Claim 60 (previously presented): A compound of claim 19, wherein X is -S-.

Claim 61 (previously presented): A compound of claim 19, wherein X is -O-.

Claim 62 (previously presented): A compound of claim 19, wherein the compound is of formula II.

Claim 63 (currently amended): A composition comprising a pharmaceutically acceptable excipient and a compound having the formula:



wherein

Ar¹ is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of (C₁-C₆)alkylene, (C₁-C₆)alkylenoxy, (C₁-C₆)alkylenamino, (C₁-C₆)alkylene-S(O)_k-, -O-, -C(O)-, -N(R¹¹)-, -N(R¹¹)C(O)-, -S(O)_k- and ~~-CH₂- a single bond~~,

wherein

~~R¹¹ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscript k is an integer of from 0 to 2;~~

Y is N(R¹²)-S(O)_m-,

wherein

~~R¹² is independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and aryl(C₁-C₄)alkyl; and the subscripts m and n are independently integers of from 0 to 2;~~

R¹ is a member selected from the group consisting of hydrogen, (C₂-C₈)heteroalkyl, aryl, aryl(C₁-C₄)alkyl, halogen, cyano, nitro, (C₁-C₈)alkyl, (C₁-C₈)alkoxy, -C(O)R¹⁴, -CO₂R¹⁴, -C(O)NR¹⁵R¹⁶, -S(O)_p-R¹⁴, -S(O)_q-NR¹⁵R¹⁶, -O-C(O)-OR¹⁷, -O-C(O)-R¹⁷, -O-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-NR¹⁵R¹⁶, -N(R¹⁴)-C(O)-R¹⁷ and -N(R¹⁴)-C(O)-OR¹⁷;

wherein

R¹⁴ is a member selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl and aryl(C₁-C₄)alkyl;

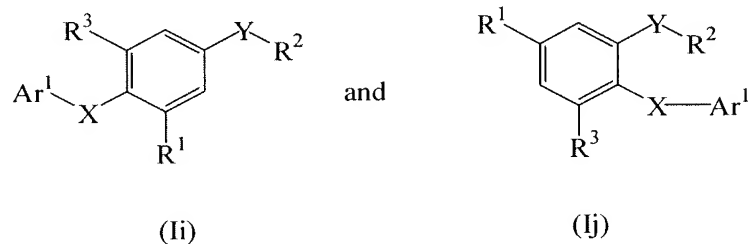
R¹⁵ and R¹⁶ are members independently selected from the group consisting of hydrogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl, aryl, and aryl(C₁-C₄)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, aryl and aryl (C_1-C_4) alkyl;
the subscript p is an integer of from 0 to 3; and
the subscript q is an integer of from 1 to 2; and
 R^2 is a substituted or unsubstituted aryl; and
 R^3 is a member selected from the group consisting of halogen, cyano, nitro and (C_1-C_8) alkoxy;
or a pharmaceutically acceptable salt of the compound.

Claim 64 (previously presented): A composition of claim 63, wherein R^2 is a substituted or unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and pyridazinyl.

Claim 65 (previously presented): A composition of claim 64, wherein Ar^1 is a substituted or unsubstituted phenyl group.

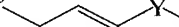

Claim 66 (currently amended): A composition of claim 65, wherein the compound is represented by a formula selected from the group consisting of



and wherein X is $-O-$, $-NH-$ or $-S-$; Y is $-NH-SO_2-$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl, (C_1-C_8) alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)$ alkyl, $-C(O)-(C_1-C_8)$ alkyl, $-CN$, $-CF_3$, (C_1-C_8) alkyl and $-NH_2$; and R^3 is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

Claim 67 (previously presented): A composition of claim 66, wherein Ar^1 is a phenyl group having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_6)$ alkyl, $-CF_3$, (C_1-C_8) alkyl and $-NO_2$; R^1 is a member selected from the group consisting of halogen, (C_1-C_8) alkyl, (C_2-C_8) heteroalkyl and (C_1-C_8) alkoxy; R^2 is a phenyl

Claim 69 (previously presented): A composition of claim 63, wherein Ar¹ is substituted or unsubstituted naphthyl group.

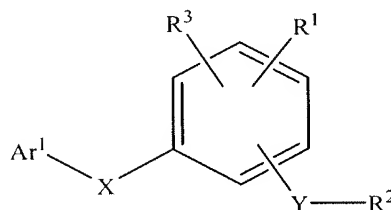

and


(Ii)
(Ij)

Claim 71 (previously presented): A composition of claim 70, wherein Ar¹ is a naphthyl group having from 1 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₆)alkyl, -CF₃, (C₁-C₈)alkyl and -NO₂; R¹ is a member selected from the group consisting of halogen, (C₁-C₈)alkyl, (C₂-C₈)heteroalkyl and (C₁-C₈)alkoxy; R² is a phenyl group having from 0 to 3 substituents selected from the group consisting of halogen, -OCF₃, -OH, -O(C₁-C₈)alkyl, -C(O)-(C₁-C₈)alkyl, -CN, -CF₃, (C₁-C₈)alkyl and -NH₂; and R³ is selected from the group consisting of halogen, methoxy and trifluoromethoxy.

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Claim 73 (withdrawn; currently amended): A method for modulating conditions associated with metabolic or inflammatory disorders in a host, said method comprising administering to said host an efficacious amount of a compound having the formula:



wherein

Ar^1 is a substituted or unsubstituted phenyl or substituted or unsubstituted naphthyl;

X is a divalent linkage selected from the group consisting of $(\text{C}_4\text{-C}_6)\text{alkylene}$, $(\text{C}_4\text{-C}_6)\text{alkylenoxy}$, $(\text{C}_4\text{-C}_6)\text{alkylenamino}$, $(\text{C}_4\text{-C}_6)\text{alkylene-S(O)}_k$, -O-, -C(O)-, -N(R^{11})-, -N(R^{11})-C(O)-, -S(O) $_k$ - and $\text{-CH}_2\text{-}$ a single bond,

wherein

R^{11} is a member selected from the group consisting of hydrogen, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_2\text{-C}_8)\text{heteroalkyl}$ and aryl($\text{C}_1\text{-C}_4$)alkyl; and the subscript k is an integer of from 0 to 2;

Y is N(R^{12})-S(O) $_m$ -,

wherein

R^{12} is independently selected from the group consisting of hydrogen, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_2\text{-C}_8)\text{heteroalkyl}$ and aryl($\text{C}_1\text{-C}_4$)alkyl; and the subscripts m and n are independently integers of from 0 to 2;

R^1 is a member selected from the group consisting of hydrogen, $(\text{C}_2\text{-C}_8)\text{heteroalkyl}$, aryl, aryl($\text{C}_1\text{-C}_4$)alkyl, halogen, cyano, nitro, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_1\text{-C}_8)\text{alkoxy}$, -C(O) R^{14} , -CO $_2\text{R}^{14}$, -C(O)NR $^{15}\text{R}^{16}$, -S(O) $_p\text{-R}^{14}$, -S(O) $_q\text{-NR}^{15}\text{R}^{16}$, -O-C(O)-OR 17 , -O-C(O)-R 17 , -O-C(O)-NR $^{15}\text{R}^{16}$, -N(R^{14})-C(O)-NR $^{15}\text{R}^{16}$, -N(R^{14})-C(O)-R 17 and -N(R^{14})-C(O)-OR 17 ;

wherein

R^{14} is a member selected from the group consisting of hydrogen, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_2\text{-C}_8)\text{heteroalkyl}$, aryl and aryl($\text{C}_1\text{-C}_4$)alkyl;

R^{15} and R^{16} are members independently selected from the group consisting of hydrogen, $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_2\text{-C}_8)\text{heteroalkyl}$, aryl, and aryl($\text{C}_1\text{-C}_4$)alkyl, or taken together with the nitrogen to which each is attached form a 5-, 6- or 7-membered ring;

R^{17} is a member selected from the group consisting of $(\text{C}_1\text{-C}_8)\text{alkyl}$, $(\text{C}_2\text{-C}_8)\text{heteroalkyl}$, aryl and aryl($\text{C}_1\text{-C}_4$)alkyl;

the subscript p is an integer of from 0 to 3; and
the subscript q is an integer of from 1 to 2; and
 R^2 is a substituted or unsubstituted aryl; and

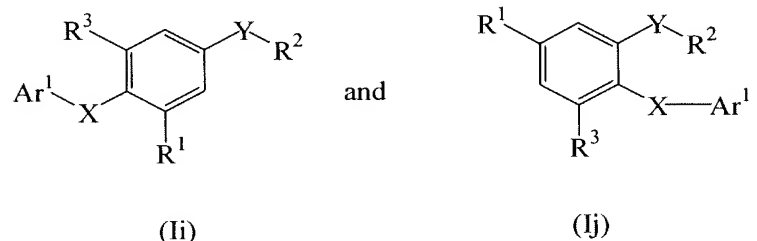
R^3 is a member selected from the group consisting of halogen, cyano, nitro and
(C_1 - C_8)alkoxy;

or a pharmaceutically acceptable salt of the compound.

Claim 74 (withdrawn): The method of claim 73, wherein R^2 is a substituted or
unsubstituted aryl selected from the group consisting of phenyl, pyridyl, naphthyl and
pyridazinyl.

Claim 75 (withdrawn): The method of claim 73, wherein Ar^1 is a substituted or
unsubstituted phenyl group.

Claim 76 (withdrawn; currently amended): The method of claim 75, wherein the
compound is represented by a formula selected from the group consisting of



and wherein X is $-O-$, $-NH-$ or $-S-$; Y is $-NH-SO_2-$; R^1 is a member selected from the group
consisting of halogen, (C_1 - C_8)alkyl, (C_2 - C_8)heteroalkyl, (C_1 - C_8)alkoxy, $-C(O)R^{14}$, $-CO_2R^{14}$, $-$
 $C(O)NR^{15}R^{16}$, $-S(O)_p-R^{14}$ and $-S(O)_q-NR^{15}R^{16}$; R^2 is a phenyl group having from 0 to 3
substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$, $-O(C_1-C_8)alkyl$, $-$
 $C(O)-(C_1-C_8)alkyl$, $-CN$, $-CF_3$, (C_1 - C_8)alkyl and $-NH_2$; and R^3 is selected from the group
consisting of halogen, methoxy and trifluoromethoxy.

Claim 77 (withdrawn): The method of claim 76, wherein Ar^1 is a phenyl group
having from 1 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-OH$,
 $-O(C_1-C_6)alkyl$, $-CF_3$, (C_1 - C_8)alkyl and $-NO_2$; R^1 is a member selected from the group
consisting of halogen, (C_1 - C_8)alkyl, (C_2 - C_8)heteroalkyl and (C_1 - C_8)alkoxy; R^2 is a phenyl
group having from 0 to 3 substituents selected from the group consisting of halogen, $-OCF_3$, $-$

Claim 83 (withdrawn): The method of claim 73, wherein said host is a mammal selected from the group consisting of humans, dogs, monkeys, mice, rats, horses and cats.

Claim 84 (withdrawn): The method of claim 73, wherein said administering is oral.

Claim 85 (withdrawn): The method of claim 73, wherein said disorders are selected from the group consisting of NIDDM, obesity, hypercholesterolemia and inflammatory conditions.

Claim 86 (withdrawn): The method of claim 85, wherein said metabolic disorders are mediated by PPAR γ .